



NOTICE OF 52ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 52nd Annual General Meeting of Union Bank of Nigeria Plc will be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Tuesday 4th May 2021 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Group Financial Statements for the financial year ended 31st December 2020 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.
2. To declare a dividend for the financial year ended 31st December 2020.
3. To elect/re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditor.
5. To disclose the remuneration of Managers of the Bank.
6. To elect/re-elect members of the Statutory Audit Committee.

NOTES

a) PROXY

In compliance with the public safety directives of the Federal Government of Nigeria and the Lagos State Government on mass/public gatherings on account of the COVID-19 Pandemic; and the Corporate Affairs Commission's (CAC) Guidelines on holding Annual General Meetings of Public Companies using Proxies, attendance at this meeting shall be by way of proxy. Shareholders are advised that the meeting will be streamed live (vide a link to be circulated by the Registrars) and, voting at the meeting shall be through the proxies whose names are provided below:

- | | | |
|------------------------------|---|-------------------------|
| 1. Mrs. Beatrice Hamza Basse | - | Board Chair |
| 2. Mr. Emeka Okonkwo | - | Chief Executive Officer |
| 3. Mr. Eric Akinduro | - | Shareholder |
| 4. Mrs. Bisi Bakare | - | Shareholder |
| 5. Chief Innocent P. Nwoko | - | Shareholder |
| 6. Chief Joseph Okelana | - | Shareholder |
| 7. Dr. Farouk Umar | - | Shareholder |

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in its, his or her stead. A proxy need not be a member of the Company. A proxy form is supplied with this Notice. For completed proxy forms to be valid for the purpose of the meeting, they must be duly stamped by the Commissioner of Stamp Duties and deposited at the office of the **Company Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos** or sent to registrars@cardinalstone.com not less than forty-eight (48) hours before the meeting. The cost of stamping would be borne by the Bank.

b) STATUTORY AUDIT COMMITTEE

Any member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination, attaching the curriculum vitae of the nominee to the Company Secretary at least twenty-one (21) days before the Annual General Meeting.



Shareholders are enjoined to note that the Securities and Exchange Commission and the Financial Reporting Council of Nigeria require members of the Statutory Audit Committee to have basic financial literacy and an ability to read financial statements.

c) CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company closed from 1st April 2021 to 8th April 2021 (both days inclusive) for the purpose of preparing an updated Register of Members.

d) PAYMENT OF DIVIDEND

If the dividend of twenty-five (25) Kobo per ₦0.50 ordinary share recommended by the Board of Directors is approved by members at the Annual General Meeting, the dividend payments will be made on 4th May 2021 to members whose names appeared in the Register of Members at the close of business on 31st March 2021.

e) RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's Rulebook, kindly note that it is the right of every shareholder to ask questions at the Annual General Meeting and in writing prior to the meeting. We therefore urge that such questions be submitted to the Company Secretary not later than two (2) weeks before the date of the meeting.

f) 2020 FINANCIAL STATEMENTS (WEB LINK)

Shareholders can access the 2020 Financial Statements on the Bank's website by using the following link:
<https://www.unionbankng.com/annualreport2020>

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Somuyiwa Adedeji Sonubi", written over a horizontal line.

Somuyiwa Adedeji Sonubi
Company Secretary
FRC/2013/NBA/00000002061
Union Bank of Nigeria Plc
Stallion Plaza
36 Marina
Lagos

Dated this 23rd day of February 2021



PROXY FORM UNION BANK OF NIGERIA PLC 52ND ANNUAL GENERAL MEETING

<p style="text-align: center;">I/We</p> <div style="border: 1px solid black; height: 60px; margin: 10px 0;"></div> <p>Being a member/members of UNION BANK OF NIGERIA PLC hereby appointor failing him/her MRS. BEATRICE HAMZA BASSEY or failing her, MR. EMEKA OKONKWO to be my/our proxy, to act and vote for me/us and on my/our behalf at the 52nd Annual General Meeting of the Company to be held in The Auditorium, Stallion Plaza (9th Floor), 36 Marina, Lagos on Tuesday 4th May 2021 and at any adjournment thereof.</p> <p>As witness my/our hands this day of 2021</p> <p>Signed:</p> <p>NOTE: A member of the Company entitled to attend and vote at the 52nd Annual General Meeting is entitled to appoint a proxy in its, his or her stead. All completed proxy forms should be deposited at the office of The Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Way, Yaba, Lagos or sent to registrars@cardinalstone.com not less than forty-eight (48) hours before the time scheduled for holding the meeting. A proxy need not be a member of the Company.</p> <p>In the case of joint shareholders, any one of such shareholders may complete the form but the names of all joint shareholders must be stated.</p> <p>It is required by law under the Stamp Duties Act, Cap F8, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear stamp duty at the appropriate rate, not adhesive postage stamps.</p> <p>If the shareholder is a corporation, this form must be under its common seal or under the hand of officers or an attorney duly authorized in that behalf.</p>	<p>I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (Strike out which-ever is not desired)</p>	ORDINARY BUSINESS		FOR	AGAINST
		ORDINARY RESOLUTIONS			
	<p>1. To receive and adopt the Audited Group Financial Statements for the financial year ended 31st December 2020 together with the reports of the Directors, Auditor, Board Appraiser and Statutory Audit Committee thereon.</p>				
	<p>2. To declare a dividend for the financial year ended 31st December 2020.</p>				
	<p>3. To elect/re-elect Directors.</p>				
	<p>A. To elect the following Directors being the first Annual General Meeting since their appointment:</p> <p style="margin-left: 20px;">1. Mr. Paul Kokoricha 2. Mr. Emeke Ogbachie</p> <p>B. To re-elect the following Directors who retire and are eligible for re-election:</p> <p style="margin-left: 20px;">1. Mrs. Lola Cardoso 2. Mr. Mark Patterson 3. Mr. Richard Burrett 4. Mr. Taimoor Labib</p>				
	<p>4. To authorise the Directors to fix the remuneration of the Auditor.</p>				
	<p>5. To disclose the remuneration of Managers of the Bank.</p>				
	<p>6. To elect members of the Statutory Audit Committee.</p>				
<p>Please indicate with "X" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.</p>					

BEFORE POSTING THE ABOVE CARD, KINDLY TEAR OFF THIS PART AND RETAIN IT.

**ADMISSION CARD
UNION BANK OF NIGERIA PLC
52ND ANNUAL GENERAL MEETING**

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR ITS/HIS/HER DULY APPOINTED PROXY TO THE 52ND ANNUAL GENERAL MEETING BEING HELD IN THE AUDITORIUM, STALLION PLAZA (9TH FLOOR), 36 MARINA, LAGOS ON TUESDAY 4TH MAY 2021 AT 11.00 A.M.

NAME OF SHAREHOLDER/PROXY..... SIGNATURE.....

ADDRESS.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR